

CORPORATIONS LAW COMPANY  
LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

CONSTITUTION  
OF  
GREEN ROOFS AUSTRALASIA



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# CONSTITUTION OF GREEN ROOFS AUSTRALASIA

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## 1 NAME and COMPANY DETAILS

The name of the Company is Green Roofs Australasia.

The Company is a public company that is limited by guarantee.

## 2. LIMITED LIABILITY

The liability of members of the Company is limited.

## 3. OBJECTS

3.1 The Principal object for which the Company is formed is to be the peak body for green infrastructure research, education, design, planning and practice which promotes the development of the horticultural resources of Australasia.

3.2 The objectives for which the Company is formed, are:

- (a) To advance the inclusion of vegetated roof and wall systems for the built environment as an urban horticultural resource.
- (b) To build a supportive and active network of members, and parties interested in the objectives of the Company.
- (c) To represent generally the views of the industry.
- (d) To promote and develop the guidelines, education and foundation for gaining accreditation.
- (e) To encourage professional conduct and best practice within the industry.
- (f) To promote friendly and professional interaction amongst members.
- (g) To promote friendly and professional interaction between the Company and organizations in allied fields.
- (h) To watch over, protect and promote the interests of the industry.

- (i) To promote the confidence of the public in the industry.
- (j) To encourage the formation and development of industry libraries and resources.
- (k) To encourage and reward best practice and research.
  
- (l) Subject to the provisions of the Corporations Law, to purchase, take on, lease or in exchange, rent, hire or otherwise acquire and hold any real or personal property, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the Objects of the Company.
- (m) To construct, improve, maintain, develop, work, manage, carry out, control and/or alter any houses, grounds, conveniences, buildings, works and/or conveniences which may seem calculated directly and indirectly to advance the Company's interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (n) To provide support and encouragement to members of the Company.
- (o) To support appropriate action to achieve these objectives.
- (p) To review and/or determine matters relating to the use of green infrastructure in landscape design and/or management which may arise, or be referred to it, by a Member.
- (q) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Company
- (r) To invest and deal with the money of the Company not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (s) In furtherance of the Objects of the Company to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (t) Purchase, take on lease, acquire and receive any real and personal property and sell, transfer, demise and otherwise deal with any real or personal property of the Company
- (u) Sell and transfer such property or exchange it for other property;
- (v) Demise such property for such terms at such rent and upon such conditions as may be deemed desirable;

- (w) Construct, add to, alter, demolish, repair, maintain and deal with such property in such manner as may be deemed advisable;
- (x) Raise and borrow money and secure the repayment of money raised or borrowed, or the payment of any debt or liability of the Company by any lawful means, including mortgage charge or debenture upon or over all or any of the real or personal property of the Company;
- (y) Lend or invest any moneys of the Company upon such terms and in such manner as it thinks fit;
- (z) Draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments;
- (aa) Appoint, employ, remove or suspend clerks, servants and persons whose service may be deemed necessary or desirable for the purpose of the operations of the Company
- (bb) Generally to do all such acts, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of any of the objectives of the Company.
- (cc) Appoint a patron of the Company.
- (dd) To promote the development of horticultural resources in Australia by holding conferences, seminars and educational workshops.
- (ee) To establish and maintain a Public Fund under this Constitution and the rules of the Company for the specific purposes of attaining the objectives of the Company as set out in this Constitution. The Green Infrastructure Fund must be a public fund in accordance with the *Income Tax Assessment Act 1997*.

#### 4. INTERPRETATION

In this Constitution, unless the contrary intention appears:

- **“Company”** means Green Roofs Australasia.
- **“Constitution”** means this Constitution as amended from time to time.
- **“Directors”** means the governing body for the Company, which includes the President, the Secretary and a minimum of three directors.
- **“Green Infrastructure”** means either green roof, green wall or specific vegetative systems relating to horticulture.
- **“In writing and written”** includes printing, lithography and other modes of representing and reproducing words in a visible form.
- **“Industry”** means professions and trades either researching, designing, educating, supplying or installing green infrastructure.

- **“Members”** ‘a person entered in the Register as a member of the Company.’
- **“month”** means calendar month.
- **“office-bearer”** means any member elected as office-bearer under the provisions of this Constitution.
- **“officer”** means any salaried employee or servant of the Company.
- **“Recognised”** qualification means a qualification that is accredited or recognised by the Company for the purposes of becoming an elected office bearer.
- **“Register”** means the register of members of the Company kept pursuant to the *Corporations Act 2001* (Cth).
- **“seal”** means the common seal of the company and includes any duplicate common seal of the company

(a) the singular includes the plural and viceversa;

(b) a gender includes the other gender;

(c) the headings and table of contents are used for convenience only and do not affect the interpretation of this Constitution;

(d) a reference to a statute or other law includes regulations and other instruments made under it and includes consolidations, amendments, re-enactments or replacements of any of them;

(e) except in so far as a contrary intention appears in this Constitution, an expression has, in a provision of this Constitution which relates to a particular provision of the *Corporations Act 2001* (Cth), the same meaning as in that provision of the *Corporations Act*;

(f) grammatical forms of defined words or expressions have corresponding meanings.

(g) the term “person”, or words importing persons, include bodies corporate.

## 5 PUBLIC FUND RULES

The Rules of the Green Roofs Australasia Public Fund (“Fund”) are:

- (a) Green Roofs Australasia established the creation of the 'Green Infrastructure Fund'. The environmental purpose of the Fund is to support the environmental objectives of Green Roofs Australasia.
- (b) Green Infrastructure Fund [Name of public fund] is a distinct entity from Green Roofs Australasia.
- (c) The Fund will be used only to support the environmental objectives of Green Roofs Australasia;
- (d) Members of the public are invited to make donations of money or property to the Fund for the environmental purposes of Green Roofs Australasia.
- (e) Money from interest and donations, income derived from donated property, and money from the realization of such property are to be deposited into the Fund;
- (f) The Fund must not receive any other money or property, including corporate sponsorship money, and donations to it are to be kept separate from other funds of Green Roofs Australasia.



- (g) A separate bank account is to be opened to deposit money donated to the Fund, including interest accruing thereon;
- (h) Receipts are to be issued in the name of the Fund and proper accounting records and procedures are to be kept and used for the Fund;
- (i) The Fund will be operated on a non-profit basis. None of the money or property accumulated by the Fund will be distributed to members of Green Roofs Australasia apart from proper remuneration for administrative services;
- (j) In the event of the winding up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations;
- (k) The Fund is to be administered by a committee of management of no fewer than three persons. The Committee will be appointed by the Directors.
- (l) Any changes to the membership of the committee of management of the Fund are to be advised to the Department of Environment within a reasonable time following the making of the changes.
- (m) Any changes to the Rules of the Fund are to be advised to the Department of Environment within a reasonable time following the making of changes.
- (n) Statistical data about donations to the Fund during the financial year are to be provided to the Department of Environment within four months after the end of the financial year and in the form required by the Department;
- (o) The Company shall comply with any rules the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the Fund are only used for its principal purpose.
- (p) Green Infrastructure Fund will not accept donations made by donors with the intention of using the fund to act as a conduit for passing donations of money or property to other organisations, bodies or persons or for the purpose of the Green Roofs Australasia to act as a collection agency for tax-deductible donations intended by a donor to be passed on to another organisation or person.

## **6. PROPERTY**

- (a) The income and property of the Company shall be applied solely to promoting and carrying out the objectives of the Company.
- (b) The Company will not carry on any trade or business or engage in any transaction with a view to gain or profit of its members.
- (c) No portion of the income or property of the Company may be paid or transferred, to any member of the Company by way of dividend or bonus or by way of profit to the members.
- (d) The Company is not prevented from making payment in good faith to any member for services rendered or goods supplied to the Company in the ordinary and usual course of operation or for any out-of-pocket expenses incurred by the member on behalf of the Company.

## **7 MEMBERSHIP OF THE COMPANY**

- (a) The number of members with which the Company proposes to be registered is 500, but the Directors may from time to time register an increase of members.

- (b) Members of the company are the persons who have consented to become members for the purposes of sections 117(2)(c) and (5) of the *Corporations Act 2001* and such other eligible persons of Company as the Directors shall admit to membership with this Constitution.
- (c) Any eligible person may apply for membership of the Company. The application requires the person's basic details and a payment made to the Company.
- (d) At the next meeting of the Directors after the receipt of any application for membership the Directors shall consider such application and may admit or reject the applicant. In no case shall the Directors be required to give any reason for the rejection of the application.

## 8 GRADES OF MEMBERS

The grades of members of the Company shall be as follows –

- (a) Individual
- (b) Corporate Member
- (c) NGO / Government
- (d) Honorary Fellow

An Individual.

- (1) Open to the general public;
- (2) Is eligible to hold office , as approved by the Directors.
- (3) Is eligible to cast one vote only at the AGM.

A Corporate Member.

- (1) Open to any corporation, deemed appropriate by the Directors.
- (2) Is eligible to cast one vote only at the AGM.

A Government, Institution or University Member.

- (1) Open to any tier of Government, deemed appropriate by the Directors.
- (2) Open to any Institution or University, deemed appropriate by the Directors.
- (3) Is eligible to hold office as a Director, as approved by the Directors.
- (4) Is eligible to cast one vote only at the AGM.

An Honorary Fellow Member. (Ambassador)

- (1) Has a distinguished endeavour that the Directors of the Company considers has promoted or is promoting the objectives of the Company.
- (2) Is associated with the green infrastructure industry in Australia, Asia or New Zealand.
- (3) The Honorary Fellow membership is reviewed annually.

## **9 CONSIDERATION OF PROPOSALS TRANSFER –**

- (a) Application for transfer of grade of membership shall be made on the application form provided by the Company.
- (b) The application for transfer from one grade of membership to another shall be assessed by the Directors at the next meeting after receipt of the application. The Directors may admit or reject the transfer application. In no case shall Directors be required to give reasons for the rejection of a transfer of membership.

## **10 NOTICE OF ACCEPTANCE**

When an applicant has been accepted as a member or transferred their membership, they shall be notified accordingly by the Secretary. The member's name shall be enrolled on the Register of the Company upon payment of the subscription fee (if any) or entrance fee, or the increase thereof in the case of transfer, within two months after the date of election or transfer which otherwise shall become void. The Directors may extend the time.

## **11 CERTIFICATE OF MEMBERSHIP**

Every Member shall be entitled to a Certificate of Membership but all certificates issued shall be the property of the Company and must be returned by any person who has resigned or whose name has been removed from the Register upon receipt of notice requiring them to do so.

## **12 REGISTER OF MEMBERSHIP**

- (a) The Secretary shall keep a Register of all members in which will be recorded such particulars as the Directors may prescribe. Every member shall furnish all the required information to enable the Directors to compile a record of qualifications, contact details and any alteration thereto.

## **13 RESIGNATION**

- (a) A member of any grade may, by giving notice in writing to the Secretary, resign their membership of the Company and have their name removed from the Register as from the date on which the resignation is received.
- (b) Notwithstanding that a person has resigned membership under paragraph (a) he or she shall continue to be liable for any annual subscription and all arrears due and unpaid at the date the resignation was received.

## 1 4 SUSPENSION OR EXPULSION

- (a) The Directors shall have the power to suspend, for such period as it thinks fit, or expel, any member who in the opinion of the Directors -
  - (1) has failed to observe the requirements of the Constitution
  - (2) has conducted themselves in a manner which is likely to bring the Company into disrepute or to lessen the confidence of the public in the Company or in the profession; or
  - (3) has failed to observe the code of professional conduct established by the Company.
- (b) Any complaint that a member has been guilty of conduct making him or her liable to suspension or expulsion may be approached by the President to obtain a written explanation for due consideration by the Board.
- (c) The Directors or the committee appointed by it as aforesaid, shall cause the Secretary to give to the member in respect of whom the complaint has been received, particulars in writing of the conduct set out in (a)(1)-(3) alleged against such member. The member shall be given a reasonable time to respond to the Secretary, being not less than fourteen days after service of which notice upon such member.
- (d) The Directors or the committee, after giving such member an opportunity to be heard in their own defense, shall be determined by a Directors' vote at the next board meeting.
- (e) If the Directors determines that a member is liable to suspension or expulsion the Directors may either resolve that although such allegation has been proved, the matter is not sufficiently serious to warrant the suspension or expulsion of the member or may, by a two-thirds majority of the members of the Directors, either resolve that although such an allegation has been proved or the matter is not sufficiently serious to warrant the suspension or expulsion of the member, or may, by a two-thirds majority of the members of the Directors present and voting at the meeting, resolve that such member be suspended from the rights and privileges of membership of the Company for such period as the Directors in such resolution shall determine.
- (g) Any member suspended shall have no right to vote at any meeting or to hold office in the Company or have or exercise any of the other rights or privileges of membership during the period of his suspension.
- (h) Any member expelled from the Company shall cease to be a member of the Company.
- (i) The Secretary shall forthwith give to any member suspended or expelled in

accordance with this article notice in writing of such suspension or expulsion.

- (j) Where action is taken in respect of a complaint against a member of the Directors, such person shall forthwith cease to act as a member of the Directors. If the Directors resolves that the member should not be suspended or expelled as a member of the Company, the member shall continue to act as a member of the Directors unless the Directors resolves otherwise.

## **15 MANAGEMENT**

- (a) The affairs of the Company shall be managed by a body to be called the Directors which shall be a governing body of the Company.
- (b) The Directors must approve the appointment of the Chief Executive Officer of the Company.

## **16 DIRECTORS**

- (a) The Directors of the Company shall consist of a maximum of 12 Directors, with a majority of Australian citizens present on the Board.
- (b) A person shall be eligible for election to the Directors if:
  - (i) They are associated with the green infrastructure industry in Australia, Asia or New Zealand.
  - (ii) Has a distinguished endeavour that the Directors of the Company considers has promoted or is promoting the objectives of the Company.
- (c) A person shall not be eligible for election to the Directors if:
  - (i) they are not a financial member of the Company.
  - (ii) they have previously resigned or have previously been expelled from the company.
- (d) The Directors shall have the sole control and management of the property, income, affairs and concerns of the Company and may act in all matters concerning the Company in such manner as appears to it best calculated to carry out or promote the objectives of the Company set out in clause 3, other than those powers required to be exercised by the Company in general meeting.

### **A Director**

- (1) Is required to attend five of the six meetings per annum including the AGM.
- (2) Is required to attend the AGM and any extraordinary General Meeting.
- (3) Board position is reviewed annually.
- (4) Is required to give formal written notice to the Board upon resignation.

## Directors of the Company.

- (1) To be eligible for election, a President is required to have experience as a Director of the Company for a minimum of one year.
- (2) A President, Office Bearer, CEO and a majority of Directors must be Australian citizens.
- (3) A Director who is associated with an Institution; Company; the commercial sale; import or manufacture of industry products, will not allow a conflict of interest to interfere with their decisions, voting or responsibilities as a Board Member. All matters involving a conflict of interest will be determined by the Office Bearers.
- (4) In the event of a Director ceasing to hold office or due to resignation by virtue of 16(d)(4), the Board may fill the vacancy with the CEO until which time a new Director is elected.

## 17 OFFICE BEARERS

- (a) The office-bearers of the Company shall be the President, the Secretary and the Treasurer.
- (b) The Directors shall, at its first meeting following the election of Directors, elect the office-bearers from among its members.
- (c) The President for the Company must have prior experience as a Director for a minimum of one year.
- (d) Subject to the Constitution, the office-bearers hold their offices for a term of three years, as from the date of their election and if elected may serve more than one term.
- (e) An office-bearer shall cease to hold office if they cease to be a member of the Company.
- (f) In the event of an office-bearer ceasing to hold office by virtue of paragraph (d), the Directors may elect a member to fill the vacancy and the person so elected shall, subject to the constitution, hold office for the residue of the predecessor's term.
- (g) In the event of an office bearer ceasing to hold office by virtue of paragraph (d), the Directors may call upon the CEO to fill the vacancy until which time a new office bearer is elected.

## 18 IMMEDIATE PAST PRESIDENT

- (a) The Directors may elect the retiring President to the position of Immediate Past President, CEO or to a role of Director having voting rights.
- (b) The role of the Immediate Past President is to ensure a degree of continuity between the out-going Directors and the newly-elected Directors and to function as a senior adviser to the new Directors on matters related to procedures, policies and directions.
- (c) The Immediate Past President may attend all meetings of Directors during the term of

the Directors but will not have voting rights.

- (d) The Immediate Past President may represent the Directors on specific tasks approved by Directors.
- (e) The position of Immediate Past President will not apply if the retiring President is elected to the new Directors by a vote of the members of the Company.

## **19 MEETINGS OF THE DIRECTORS**

- (a) The first meeting of the Directors following an election shall be held within two months of the date of election and thereafter the Directors shall meet at intervals not exceeding two months from the date of the previous meeting.
- (b) The Directors may confer by radio, telephone, internet or other means of audio-visual communication or by any other form of technology consented to by all of them.
- (c) The President of the outgoing Directors or either one of the outgoing Directors shall convene the first meeting of the Directors following an election of members of the Directors.
- (d) The President, or a nominated director may convene meetings of the Directors.
- (e) The Directors shall, at the first meeting of the Directors following an election of members of the Directors, elect one of its members to chair the meeting until such time as it elects a President.
- (f) Subject to paragraph (d) of this Clause the President may preside at all meetings of the Directors at which he or she is present. When the President elects not to chair the meeting, the Directors shall elect one of its members to chair the meeting.
- (g) The Directors may resolve any matter by a majority of members voting only when the President is in attendance.
- (h) A President may over rule a Director from voting on an issue which is considered by the President to be a conflict of interest.
- (i) The quorum of the Directors shall be three members, including the President.
- (j) The President of the Directors may exercise a deliberative vote and in the event of an equality of votes, may exercise a casting vote.

## **20 TERM OF OFFICE OF DIRECTORS**

- (a) The members of the Directors shall hold their places as from the date of the Annual General Meeting at which they were elected until the date of the second Annual General Meeting thereafter.
- (b) A member of the Directors shall, upon the expiration of their term be eligible for further election.

## 21 REMUNERATION OF DIRECTORS

- (a) A Director, may receive remuneration in capacity as an employee of the Company provided that the terms of their employment are approved by a resolution of the Director's.
- (b) A Director may be reimbursed for personal expenses incurred during Company promotions or events. This would include travel, accommodation, per diems and gifts.
- (c) Reimbursement of specific out-of-pocket expenses will be considered by the Treasurer upon submission of an *Expense Claim Statement* duly completed by the Director member.
- (d) Where specific out-of-pocket expenses relate to travel or office expenses for which receipts are not practicable, the items will be paid according to a schedule of rates recommended by Treasurer.

## 22 NOMINATIONS OF CANDIDATES

- (a) Nominations of candidates for election as Director's Members shall be called for by the Director of the Company at least 28 days prior to the Annual General Meeting.
- (b) Nominations of candidates for election as Director's Members shall be:
  - (1) made in writing and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
  - (2) delivered to the Company not less than 14 days before the date fixed for the holding of the Annual General Meeting, and the Company shall send the nominations to the members entitled to receive notice under this Constitution together with the agenda for that Annual General Meeting.
- (c) If insufficient nominations are received to fill all available vacancies on the Directors the candidates nominated shall, subject to declaration by the Chair, be deemed elected. Further nominations may, at the Chair's discretion, be received at the Annual General Meeting.
  - (1) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall, subject to declaration by the Chair, be deemed to be elected.



- (2) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order.

## **23 ELECTION OF DIRECTORS**

- (a) The election of Directors shall be by vote at an Annual General Meeting. Every Corporate Member shall be entitled to one vote by the Corporate Member present in person at the Annual General Meeting or by proxy. No person shall be appointed a proxy who is not an Individual or a Corporate Member of the Company and entitled to be present and vote in their own right at the meeting.

## **24 CASUAL VACANCIES OF DIRECTORS**

- (a) A member of the Directors shall vacate their place as a Director, if the member -
  - (1) dies; or
  - (2) declines to act; or
  - (3) becomes bankrupt or compounds with his or her creditors; or
  - (4) becomes of unsound mind; or
  - (5) becomes prohibited from being a Director member by reason of any order made under the Corporations Act 2001;
  - (6) ceases to be a member of the Company; or
  - (7) has his or her membership suspended under this Constitution; or
  - (8) is absent from three consecutive meetings of the Directors without leave of absence from the Directors and the Directors so resolves; or
  - (9) by notice in writing to the Directors, the member resigns their office; or
  - (10) becomes a non-financial member within the meaning of the provisions of the Constitution
  - (11) Does not attend four meetings of the Directors a year.

## **2 5 ANNUAL GENERAL MEETING**

- (a) The Annual General Meeting of the Company shall be held once in each calendar year at such time (not being more than fifteen months after holding the last preceding Annual General Meeting) and place as the Directors may determine.
- (b) The business of the Annual General Meeting shall include the presentation of the audited financial statements of account and the report of the Directors of the transactions of the past year, the election of Directors members, the election of auditor or auditors and such other business as is placed on the agenda by the Directors in accordance with the provisions of the Constitution or pursuant to notice in writing by at least five corporate members addressed to the Secretary and received at least 21 days before the date fixed for the meeting.
- (c) The Directors will specify the venue or venues for the Annual General Meeting and the communication technology for the meeting which can provide the members, as a whole, a reasonable opportunity to participate. This may include a meeting place with access to cyber stream conferencing through internet technology or other means of audio-visual communication which provides members as a whole a reasonable opportunity to participate.

## **26 EXTRAORDINARY GENERAL MEETING**

All other General Meetings shall be called Extraordinary General Meetings. The Directors may, whenever they may think fit, convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened on such requisitions or in default may be convened as is provided by the Corporations Law.

## **2 7 NOTICE OF GENERAL MEETINGS**

Subject to the provisions of the Corporations Law the Directors shall, not less than 14 days nor more than 30 days before any General Meeting, send to the members a notice setting out the date, place and hour of meeting and the business to be considered there at.

## **28 CHAIR OF GENERAL MEETING**

The President shall preside at any General Meeting at which they are present. In the absence of the President, /a nominated Director shall preside/ In the absence of all these office-bearers the corporate members present shall elect one of their number to chair the meeting.

## **2 9 QUORUM**

- (a) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Ten members shall constitute a quorum at a General Meeting of the Company.
- (b) In the absence of a quorum the meeting shall be adjourned to such time and place as the members present shall determine. The Chair may deem quorum to have failed to be met after twenty (20) minutes into when the meeting was scheduled to begin.
- (c) The chairman's ruling on all matters relating to the order of business, procedure and conduct of a general meeting is final.

### **30 VOTING AT GENERAL MEETING**

- (a) Any motion or amendment proposed and seconded at a General Meeting, not being a motion involving any addition, alteration or amendment to the Constitution shall be put by the Chair and decided by a majority of the Members present on a show of hands unless a poll is demanded in the manner herein after provided and a declaration by the Chair that a motion has been carried or carried by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such motion.
- (b) A motion if carried shall be a resolution of the Company in General Meeting unless a postal vote is demanded.
- (c) At any General Meeting a poll may be demanded before or upon the declaration of the result of a show of hands by three Members present at the meeting in person or by proxy and such poll shall be taken in such manner and at such time as the Chair may direct and the result of such poll shall be deemed to be the resolution of the Company in such meeting.
- (d) On a show of hands every Corporate Member present in person shall have one vote. On a poll every Corporate Member present in person or by proxy shall have one vote. No person shall be appointed a proxy who is not an Individual or Corporate Member of the Company and entitled to be present and vote in their own right at the meeting.

### **31 ADJOURNMENT OF GENERAL MEETINGS**

- a) The chairman of a meeting may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but the only business that may be transacted at an adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- b) Where a meeting is adjourned for more than 1 month, the Directors must give a least 3

business days' notice of the adjourned meeting in the same manner as for an original meeting. Otherwise, it is not necessary to give notice of any adjournment or of the business to be transacted at an adjourned meeting.

**3 2 SERVING OF NOTICES**

A Notice to be given under this Constitution may be served -

- (a) personally, or
- (b) by dispatch through the post in a prepaid letter addressed to the person concerned at the address as entered in the Register or at the last known business address or place of abode or
- (c) by electronic means to the facsimile or email address as entered in the Register.

**3 3 NOTICES BY POST DEEMED TO HAVE BEEN SERVED**

A notice, if served by post, shall be deemed to have been served at the time when the envelope or wrapper containing it would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted in the normal manner.

A notice, if served by electronic means, shall be deemed to have been served at the time of dispatch provided that the facsimile number or email address as provided by the member has been used.

**34 INSTRUMENT TO APPOINT**

- (a) The Instrument appointing a proxy whether for a specified meeting or otherwise shall be in writing under the hand of the appointee and shall be as nearly as circumstances will permit in the following form or to the following effect:

I.....  
.....  
of.....  
.....

being a Corporate Member of the GRA hereby appoint

.....  
.....  
of.....

.....

as my proxy to vote in my name at the General Meeting to be held on

..... day of .....,  
20..... and at any adjournment thereof.

As witness my hand this

..... day of .....,  
20..... Witness to the above

Signature .....

- (b) The instrument appointing a proxy who shall be an Individual or a Corporate Member of the Company entitled to be present and vote in their own right shall be deposited at the Headquarters of the Company and the President or a member of the Directors appointed by the President shall instruct the Secretary to verify and prepare a list of the proxies so deposited.
- (c) The notice convening the meeting at which the instrument of proxy is to be used shall prescribe the latest day prior to such meeting for depositing the instrument of proxy and the date so prescribed shall allow sufficient time for the list of proxies to be prepared and forwarded to the place of meeting.

**3 5 PRIVILEGED COMMUNICATIONS**

All communications, correspondence, reports, minutes and other papers and documents relative to the admission or advancement of members, including the reports of the examining committees or to the suspension or forfeiture of membership or any member or other proceedings shall not be disclosed, communicated, divulged, produced or made available to any persons except under the authority of the Directors.

**3 6 BY-LAWS AND REGULATIONS**

The Directors shall have power from time to time to make such By-laws and Regulations not inconsistent with the Constitution of the Company as in the opinion of the Directors are necessary and desirable for the proper control, administration and management of the Company's operations, finances, affairs, interests, effects and property and to amend or rescind from time to time such By-laws or Regulations.

**3 7 APPLICATION AND SUBSCRIPTION FEES**

- (a) Fees and annual subscriptions for the various grades of members shall be determined by the Directors and reviewed from time to time by them.
- (b) The first fee payable by a member will be a *pro rata* fee known as the Application Fee, and will be fixed according to the scale determined by Directors. The Application Fee is due and payable when application is made to join the Company.
- (c) Initial Membership Subscription shall become due and payable from the date of registration of a member.
- (d) The annual subscription shall become due and payable on the day of membership expiration in each year.
- (e) Fees or subscriptions shall not be payable by any person who is an Honorary Fellow.
- (f) No transfer fee is payable when a member transfers from one grade of membership to another grade of membership.
- (g) The Directors may exempt any member in whole or part from the payment of fees or subscriptions which, but for such exemption, would be payable by such member.

### **38 ACCOUNTS & AUDIT**

- (a) The Directors shall cause the Company to keep true accounts and proper records of the assets and liabilities of the Company. Once at least every year, the accounts of the Company shall be examined and the correctness of the Balance Sheet ascertained by one or more properly qualified auditor or auditors.
- (b) Auditors shall be appointed and approved at an Annual General Meeting and their duties regulated in accordance with the Corporations Law.
- (c) The auditor or auditors shall not be a member of the Company.

### **39 ARREARS**

- (a) Any member whose annual subscription remains unpaid after the expiration of three months from the date on which it becomes due and payable shall be a non-financial member and shall not be entitled to receive any publication or ballot list of the Company or to be elected or appointed to any office in the Company.
- (b) A member whose annual subscription remains unpaid after the expiration of three

months from the date on which it becomes due and payable shall be notified by the Secretary of this fact. If after three months from the sending of this notification the subscription remains unpaid the Directors may remove the member's name from the Register.

- (c) The Directors may, if it thinks fit, reinstate on such conditions as it may determine, a member whose name has been removed from the Register under paragraph (b) of this Clause and may, in special circumstances, exempt the member from the payment of the Initial Application Fee.

#### **40 OPERATION ON THE FUNDS OF THE COMPANY**

All moneys belonging to the Company shall be deposited in an account of the Company to be opened at a bank or financial institution approved by the Directors and payments of all accounts that are certified as correct by the Directors shall be made there from such account signed by either of the two signatories being either the President, the Secretary, the Treasurer and any other person nominated by the Directors.

#### **41 FINANCIAL YEAR**

The financial year of the Company shall close on the thirtieth day of June in each year, until otherwise determined by the Directors.

#### **42 AUDITORS**

Auditors shall be appointed and their duties regulated in accordance with the Corporations Law.

Auditors do not have the right to vote at General Meetings but do have the right to attend General Meetings, receive all accompanying documentation and to speak at General Meetings.

#### **43 INSPECTION OF ACCOUNTS, DOCUMENTS AND BOOKS OF THE COMPANY**

The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts, documents and books of the Company or any of them shall be open to the inspection of the Secretary and such other officers of the Company as may be authorised by the Directors for this purpose.

A member or other person (not being the Director):

- i) has no right to inspect any documents of the Company, except conferred by the Corporations Law or any other statute, or except as authorised by the Directors; and

ii) is not entitled to require or receive any information concerning the business, trading or customers of the Company or any trade secret or secret process of or used by the Company.”

#### **44 USE OF COMMON SEAL**

The Common Seal of the Company shall be in the custody of the Directors. It shall not be affixed to any instrument except by the authority of a resolution of the Directors and in the presence of the President and the Secretary or such other persons as the Directors may from time to time appoint for that purpose and the President or Secretary or other persons as aforesaid shall sign every instrument to which the seal is so affixed in their presence.

#### **45 CONTRIBUTION OF MEMBERS**

Every member of the Company undertakes to contribute to the assets of the Company in the event of it being wound up while a member, or within one year after ceasing to be a member an amount not exceeding twenty dollars (\$20.00), for payment of the debts and liabilities of the Company contracted before that member ceased to be a member, and the costs, charges and expenses of winding up the Company.

#### **46 DISTRIBUTION OF PROPERTY ON WINDING UP**

If, on the winding up or dissolution of the Company, there remains after the satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objectives similar to the objectives of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Company by this Constitution. Such a Company or Companies, shall be determined by the members at or before the time of dissolution, and in default thereof by such Judge of the Supreme Court of New South Wales or other Court as may have or acquire jurisdiction in the matter.

#### **47 INDEMNITY OF OFFICE-BEARERS AND OTHERS**

Every member of the Directors, office-bearer, auditor, Secretary or other officers for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred in defending any proceedings whether civil or criminal in which judgment is given in its favour or in which he or she is acquitted or in any connection with any application under the Corporations Law in which relief is granted by the Court in respect of any negligence, default, breach of duty or breach of trust.